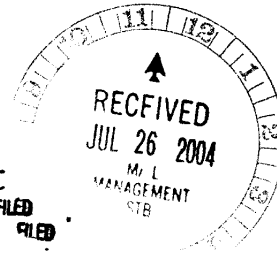




The David J. Joseph Company



July 20, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. **17393-F** FILED
JUL 27 '04 8-57 AM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Termination of Lien dated July 19, 2004:

Lessee: Abitibi-Consolidated, Inc..
Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment involved in this transaction.

This filing is to appear in the index as follows: Termination Lien dated July 19, 2004, related to one hundred (100) railcars bearing reporting marks CRLE 10300-10399, inclusive.

Please file this agreement as a secondary document under the Recordation Number 17393-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 17393-A through E. The amount of \$30.00 for the filing fees is included on the enclosed check. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6059.

Sincerely,

The David J. Joseph Company

Linda M. Baughman
Director, Contract Administration

Enclosures

RECORDATION NO.

17393-F

FILED

**TERMINATION OF LIEN
OF
LEASE AGREEMENT**

JUL 27 '04

8-57 AM

SURFACE TRANSPORTATION BOARD

This **TERMINATION OF LIEN OF LEASE AGREEMENT** ("Termination") dated July 19, 2004, releases the lien created by that certain Lease Agreement dated as of August 7, 1990 (the "Lease"), as subsequently assigned, with respect to one hundred (100) railcars, CRLE 10300-10399, inclusive) (hereinafter, the "Equipment"). This Termination is filed for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301.

WHEREAS, the Lease was executed by Greenbrier and was assigned to The David J. Joseph Company ("DJJ") on August 30, 1991, and subsequently assigned to Unionbanc Leasing Corporation ("Unionbanc") on May 6, 1992, and later reassigned to DJJ on July 27, 2001.

WHEREAS, the Memorandum of Railroad Equipment Lease (the "Memorandum") was filed at the Surface Transportation Board ("STB") on June 24, 1991, with Recordation No. 17393, covering the one hundred (100) railcars bearing the reporting marks CRLE 10300 through 10399, inclusive which are subject to the Lease (the "Units"), as amended by Memorandum of Amendment No. 2 to Railroad Equipment Lease bearing STB Recordation No. 17393-E, under which, among other things, the parties amended the Lease by deleting two (2) destroyed Units so that the actual quantity of Units subject to the Lease is ninety-eight (98).

WHEREAS, a Memorandum of Assignment Agreement, dated August 30, 1991, was duly filed for recordation with the STB on November 21, 1991, with Recordation No. 17393-A under which Greenbrier assigned the Lease and corresponding Units subject to the Lease to DJJ.

WHEREAS, an Equipment Purchase and Assignment Agreement dated May 6, 1992, was duly filed for recordation with the STB on May 21, 1992, with Recordation No. 17393-B, under which DJJ assigned the Lease and corresponding Units subject to the Lease to Unionbanc Leasing Corporation ("Unionbanc").

WHEREAS, an Assignment and Assumption Agreement, dated January 29, 1999, has been filed for recordation with the STB on April 1, 1999, with Recordation No. 17393-C, under which Lessee assigned its obligations under the Lease to Donohue Industries, Inc. (n/k/a Abitibi-Consolidated, Inc.) effective June 1, 1998.

WHEREAS, an Memorandum of Assignment Agreement, dated July 27, 2001, has been filed for recordation with the STB on October 12, 2001, with Recordation No. 17393-D, under which Unionbanc assigned the Lease and corresponding Units subject to the Lease to DJJ.

WHEREAS, the Lease was executed by Champion and was assigned to Donohue, Inc. on June 1, 1998. Effective May, 2000, Donohue, Inc. changed its name to Abitibi-Consolidated, Inc. ("Abitibi"), as evidenced by STB filing dated October 12, 2001, with STB Recordation No. 17393-E.

WHEREAS, the Lease expired June 30, 2004 and all obligations between Abitibi, as lessee, and DJJ, as lessor, have been satisfied.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, DJJ submits the following:

1. DJJ hereby releases any lien created by or arising out of the Lease, effective July 1, 2004.

2. This Termination shall be recorded with the STB so as to record the release of the lien against the Equipment constituted by the Lease and should receive Recordation No. 17393-F.

IN WITNESS WHEREOF, the Lessor has caused this Termination to be duly executed by its authorized officer as of the 16th day of July, 2004.

THE DAVID J. JOSEPH COMPANY

By: Linda M. Baughman

Name: Linda M. Baughman

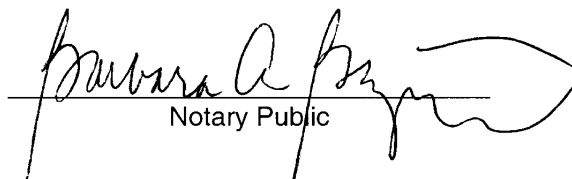
Title: Assistant Secretary

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 19th day of July, 2004,
by Linda M. Baughman, Assistant Secretary of The David J. Joseph Company, a
Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006


Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

To the Termination of Lien of Lease Agreement dated July 19, 2004.

DESCRIPTION OF UNITS

CRLE	10300	CRLE	10349
CRLE	10301	CRLE	10350
CRLE	10302	CRLE	10351
CRLE	10303	CRLE	10352
CRLE	10304	CRLE	10353
CRLE	10305	CRLE	10354
CRLE	10306	CRLE	10355
CRLE	10307	CRLE	10356
CRLE	10308	CRLE	10357
CRLE	10309	CRLE	10358
CRLE	10310	CRLE	10359
CRLE	10311	CRLE	10360
CRLE	10312	CRLE	10361
CRLE	10313	CRLE	10363
CRLE	10314	CRLE	10364
CRLE	10315	CRLE	10365
CRLE	10316	CRLE	10366
CRLE	10317	CRLE	10367
CRLE	10318	CRLE	10368
CRLE	10319	CRLE	10369
CRLE	10320	CRLE	10371
CRLE	10321	CRLE	10372
CRLE	10322	CRLE	10373
CRLE	10323	CRLE	10374
CRLE	10324	CRLE	10375
CRLE	10325	CRLE	10376
CRLE	10326	CRLE	10377
CRLE	10327	CRLE	10378
CRLE	10328	CRLE	10379
CRLE	10329	CRLE	10380
CRLE	10330	CRLE	10381
CRLE	10331	CRLE	10382
CRLE	10332	CRLE	10383
CRLE	10333	CRLE	10384
CRLE	10334	CRLE	10385
CRLE	10335	CRLE	10386
CRLE	10336	CRLE	10387
CRLE	10337	CRLE	10388
CRLE	10338	CRLE	10389
CRLE	10339	CRLE	10390
CRLE	10340	CRLE	10391
CRLE	10341	CRLE	10392
CRLE	10342	CRLE	10393
CRLE	10343	CRLE	10394
CRLE	10344	CRLE	10395
CRLE	10345	CRLE	10396

CRLE 10346
CRLE 10347
CRLE 10348

CRLE 10397
CRLE 10398
CRLE 10399